



June 8, 2000

Mr. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

00 00481

Re: Application of ConnectSouth Communications of Tennessee, Inc. for a Certificate of Convenience and Necessity

Dear Mr. Waddell:

Enclosed for filing are an original and thirteen (13) copies of ConnectSouth Communications of Tennessee, Inc.'s (ConnectSouth's) application for a certificate of convenience and necessity. Also included is the required \$25.00 filing fee for facilities-based applications.

Please acknowledge receipt of this filing by date-stamping the extra copy of this filing and returning it in the enclosed self-addressed, stamped envelope.

Should you have any questions regarding this filing I may be reached at (512) 681-9336.

Sincerely,

Isabel Flores
Manager of Tariffs & Reporting

Enclosures

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

REC'D TN
REGULATORY AUTH.
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OFFICE OF THE
EXECUTIVE SECRETARY

In the Matter of the Petition of

**ConnectSouth Communications
of Tennessee, Inc.**

for a Certificate of Convenience and
Necessity to Provide Facilities-Based
and Resold Local Exchange and
Interexchange Telecommunications
Services Throughout the State of Tennessee

Docket No. 00-00481

PETITION

I. INTRODUCTION

Pursuant to the provisions of T.C.A. §§ 65-4-201, Administrative Rules Chapter 1220-4-8, and the Federal Telecommunications Act of 1996 ("Federal Act" or "Act"), 47 U.S.C. § 251 *et seq.*, ConnectSouth Communications of Tennessee, Inc. ("ConnectSouth" or "Petitioner") hereby files this Petition for a Certificate of Convenience and Necessity to provide facilities-based local exchange and interexchange telecommunications services throughout the State of Tennessee.

Consistent with the objectives of the Federal Act, the Tennessee Regulatory Authority ("Authority") has adopted a policy favoring competition in all telecommunications markets, recognizing that it is in the public interest to develop effective competition that ensures all consumers, residential and business, have access to high quality, low-cost, and innovative telecommunications services, regardless of the chosen service provider. In support of its Petition, ConnectSouth provides the following information:

II. DESCRIPTION OF THE PETITIONER

1. Petitioner's legal name is ConnectSouth Communications of Tennessee, Inc. Petitioner maintains its principal place of business at:

ConnectSouth Communications of Tennessee, Inc.
9600 Great Hills Trail, Suite 250E
Austin, Texas 78759
Telephone: (512) 681-9000
Facsimile: (512) 681-9010

2. All correspondence, notices, inquiries or other communications pertaining to this Petition should be addressed to:

Patricia Ana Garcia Escobedo
ConnectSouth Communications, Inc.
9600 Great Hills Trail
Suite 250 East
Austin, Texas 78759
Telephone: (512) 681-9224
Facsimile: (512) 681-9010.

3. Questions concerning the ongoing operations of ConnectSouth following certification should be directed to:

Patricia Ana Garcia Escobedo
ConnectSouth Communications, Inc.
9600 Great Hills Trail
Suite 250 East
Austin, Texas 78759
Telephone: (512) 681-9224
Facsimile: (512) 681-9010

4. The officers of ConnectSouth will be responsible for the Company's operations in Tennessee. ConnectSouth's principal officers are:

Jeff Mucci	Chief Executive Officer/ President/ Director
Christopher E. Hugman	Vice President Engineering and Implementation
Olin Kropog	Regional Vice President/ General Manager East/ Vice President Marketing
Dan Cobb	Regional Vice President Sales Texas and Oklahoma
Mark Harrison	Project Manager Texas and Oklahoma
Eric Adler	Regional Engineering Texas and Oklahoma
Steve Dyer	Provisioning Manager

Each of the individuals listed above can be reached at:

ConnectSouth Communications, Inc.
9600 Great Hills Trail
Suite 250 East
Austin, Texas 78759
Telephone: (512) 681-9000
Facsimile: (512) 681-9010

5. While ConnectSouth does not have corporate offices in Tennessee at this time, ConnectSouth may open offices in Tennessee in the future.

6. ConnectSouth will maintain the following toll-free customer service telephone number for repair and maintenance issues: 1-877-665-7697. William Hardy is the ConnectSouth employee responsible for working with the Authority on resolving customer complaints.

7. Applicant's legal name is ConnectSouth Communications of Tennessee, Inc. Applicant is a wholly-owned subsidiary of ConnectSouth Communications, Inc., a Delaware limited liability company. A copy of the ConnectSouth organizational chart is attached as EXHIBIT A; ConnectSouth's Articles of Incorporation is EXHIBIT B; and ConnectSouth's Certificate of Authority to Transact Business in Tennessee is EXHIBIT C.

8. ConnectSouth is financially qualified to provide the facilities-based services for which it seeks authorization. In particular, ConnectSouth has access to the financing and capital necessary to conduct its telecommunications operations as specified in this Application. In support of ConnectSouth's application, attached hereto as Confidential EXHIBIT D is a copy of ConnectSouth's unaudited balance sheet and cash flow projections. CONNECTSOUTH REQUESTS CONFIDENTIAL TREATMENT OF EXHIBIT D SINCE THE EXHIBIT CONTAINS INFORMATION THAT IS PROPRIETARY AND TRADE SECRET, AND RELEASE OF THE INFORMATION TO COMPETITORS WOULD BE HIGHLY DAMAGING TO CONNECTSOUTH. Confidential EXHIBIT D is offered to demonstrate the financial qualifications of ConnectSouth to provide telecommunications services. The capital available to ConnectSouth, as evidenced by Confidential EXHIBIT D, will be available to meet ConnectSouth's current and future capital needs as it implements and maintains its network and provides services in Tennessee. ConnectSouth also attaches as EXHIBIT E the Corporate Surety Bond.

9. ConnectSouth possesses the managerial and technical qualifications to provide its proposed telecommunications services, and to operate and maintain its facilities over which such services eventually will be deployed. A description of the backgrounds and experience of ConnectSouth's key personnel, which demonstrate the extensive telecommunications operational and technical expertise of the Applicant, is attached hereto as EXHIBIT F.

10. Petitioner is familiar with and will adhere to all applicable Authority rules, policies and orders governing the provision of local exchange and interexchange telecommunications services; please see EXHIBIT G. Petitioner also attaches a copy of its Small and Minority Owned Telecommunications Business Participation Plan as EXHIBIT H.

III. PROPOSED SERVICES

11. ConnectSouth seeks authority to provide all forms of telecommunications services in the State of Tennessee. Initially, however, ConnectSouth intends to provide wholesale Digital Subscriber Line ("DSL") services. ConnectSouth proposes to provide service over its own facilities, through the use of unbundled network elements purchased from other certificated carriers and through the resale of the incumbent LEC's services. ConnectSouth plans to install an Asynchronous Transfer Mode ("ATM") switched network to carry its data traffic. ConnectSouth will establish a Hub in each metropolitan area in which it provides service. The Hub will be connected to ConnectSouth's collocated facilities in the incumbent LEC's central offices via DS3 or OC3 interconnects, forming a star configuration. ConnectSouth also will provide round-the-clock network monitoring and customer service centers. ConnectSouth is not aware of any ConnectSouth CPE requirements that would not be compatible with an incumbent local exchange carrier.

Since ConnectSouth will provide solely wholesale DSL service initially, ConnectSouth's Petition does not provide information regarding certain Tennessee Specific Operational Issues. Please see Exhibits I and J. ConnectSouth also will not require customer deposits and will not telemarket its wholesale DSL data services in Tennessee. No complaints have been filed against ConnectSouth at either the state or federal level. Upon providing voice service, ConnectSouth will comply with the Authority's requirements regarding such service. ConnectSouth will bill its customers directly, using industry-accepted methods of billing and collection, or through an agent. To the extent that ConnectSouth offers telecommunications services to end use customers in the future, it will offer its services to all, including residential customers, on a non-discriminatory basis.

12. ConnectSouth seeks statewide authority, as the geographic area Petitioner proposes to serve is identical to the entire area of the existing BellSouth Telecommunications, Inc., and the exchange area of any other local exchange carrier ("LEC") that is not now, or ceases to be, subject to competitive protection as a small or rural LEC pursuant to 48 U.S.C. § 251(f). None of the planned ConnectSouth locations is served by an incumbent local exchange carrier with fewer than 100,000 total access lines.

13. ConnectSouth's pre-filed testimony is attached as EXHIBIT K.

14. ConnectSouth currently is certificated in Alabama, Louisiana, Mississippi, Oklahoma, and Texas and has applications pending in Arkansas, Florida, Georgia, Kansas, Kentucky, Kentucky, Missouri, North Carolina, and South Carolina.

15. By copy of this Petition, ConnectSouth serves notice on Tennessee incumbent local exchange carriers that it is seeking to provide telecommunications services in Tennessee. Please see EXHIBIT L.

IV. CONCLUSION

Petitioner's proposed telecommunications services will provide the State of Tennessee competitively priced, superior quality, local exchange and interexchange telecommunications services. Accordingly, approval of the instant Petition will foster competition in the local exchange and interexchange telecommunications markets and generate significant benefits to Tennessee telecommunications users, including: low-priced, high quality services; innovative telecommunications services and increased consumer choice; and efficient use of existing communications resources as well as increased diversification and reliability of the supply of communications services.

WHEREFORE ConnectSouth Communications of Tennessee, Inc., the Petitioner herein, requests that the Authority grant it a Certificate of Public Convenience and Necessity authorizing the Petitioner to provide facilities-based, local exchange and interexchange telecommunications services throughout the State of Tennessee.

Respectfully submitted,



Patricia Ana Garcia Escobedo
Director of Regulatory
ConnectSouth Communications, Inc.
9600 Great Hills Trail
Suite 250 East
Austin, Texas 78759
Telephone: (512) 681-9224
Facsimile: (512) 681-9010.

Dated:

June 7, 2000

EXHIBITS

EXHIBIT A	Corporate Organizational Chart
EXHIBIT B	Articles of Incorporation
EXHIBIT C	Certificate of Authority to Transact Business in Tennessee
EXHIBIT D	Financial Qualifications
EXHIBIT E	Corporate Surety Bond
EXHIBIT F	Key Staff Resumes
EXHIBIT G	Rule Compliance Agreement
EXHIBIT H	Small and Minority Owned Telecommunications Business Participation Plan
EXHIBIT I	Dialing Parity
EXHIBIT J	Numbering Issues
EXHIBIT K	Pre-filed Testimony
EXHIBIT L	Notice to ILECs
VERIFICATION	

EXHIBIT A

Corporate Organizational Chart

CONNECTSOUTH ORGANIZATIONAL CHART

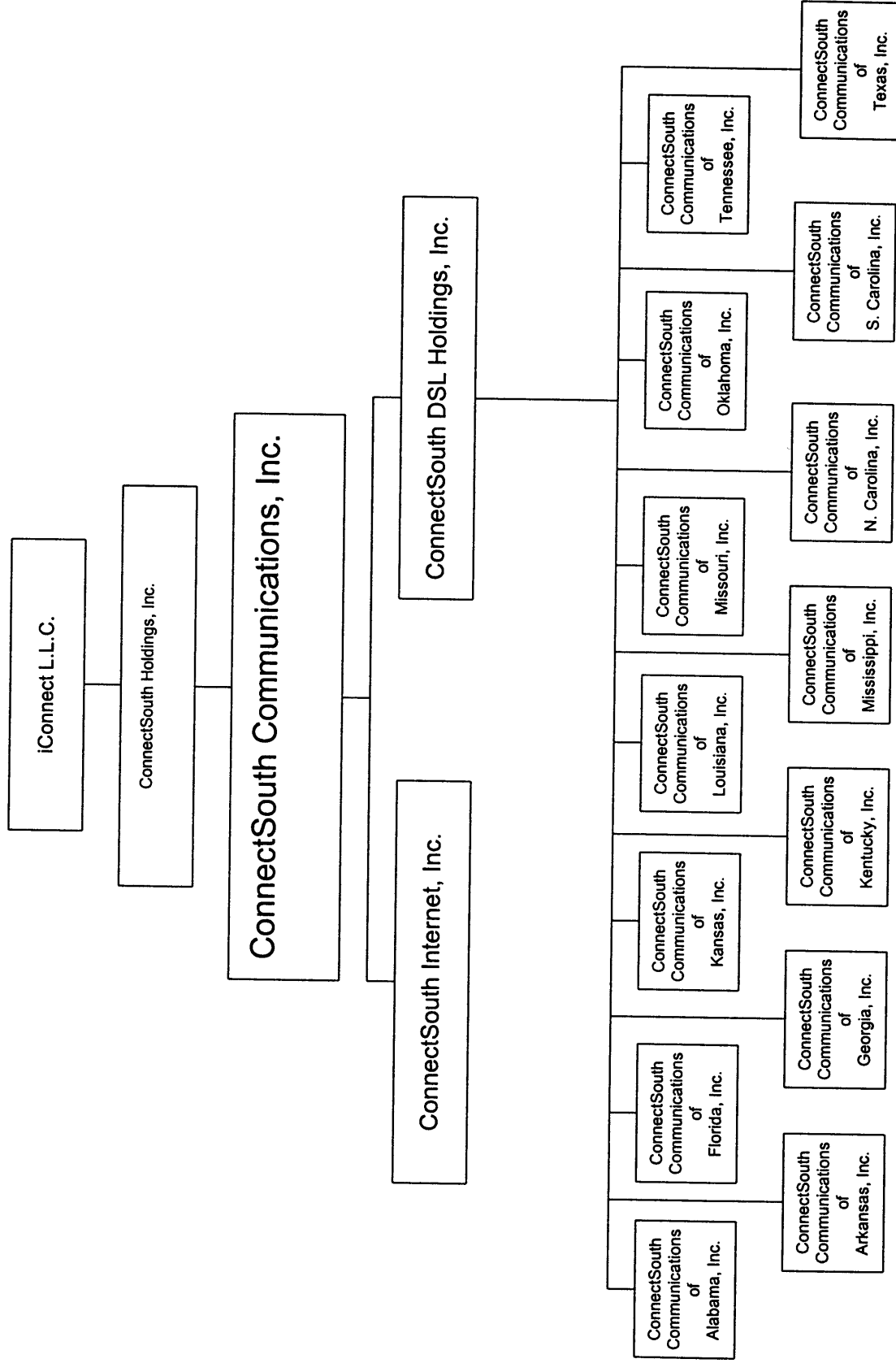


EXHIBIT B

Articles of Incorporation

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CONNECTSOUTH COMMUNICATIONS OF TENNESSEE, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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Edward J. Freel

Edward J. Freel, Secretary of State

0227245

AUTHENTICATION:

01-31-00

DATE:

**CERTIFICATE OF INCORPORATION
OF
CONNECTSOUTH COMMUNICATIONS OF TENNESSEE, INC.**

ARTICLE I

The name of the Corporation is ConnectSouth Communications of Tennessee, Inc.

ARTICLE II

The name of the Corporation's registered agent and the address of its registered office in the State of Delaware is Corporation Service Company, 1013 Centre Road, Wilmington, New Castle County, Delaware 19805-1297.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV

The total number of shares of capital stock which the Corporation shall have the authority to issue is one thousand (1,000) shares of Common Stock, \$.01 par value.

ARTICLE V

In furtherance and not limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to alter, amend or repeal the bylaws of the Corporation or to adopt new bylaws.

ARTICLE VI

The incorporator is Kevin R. Shook, whose mailing address is 1717 Main Street, Suite 2800, Dallas, Texas 75201.

ARTICLE VII

The number of directors constituting the initial Board of Directors is two (2), and the name and address of the persons who are to serve as directors until the first annual meeting of the stockholders or until their respective successors are elected and qualified are:

Name

Jeff Mucci

Chris Hugman

Address

9600 Great Hills Trail
Suite 250 East
Austin, Texas 79759

9600 Great Hills Trail
Suite 250 East
Austin, Texas 79759

ARTICLE VIII

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX

A. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue with respect to an indemnitee who has ceased to be a director or

officer and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that, except as provided in paragraph (B) hereof with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding initiated by such indemnitee only if such proceeding was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Article IX shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an indemnitee shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Article or otherwise.

B. Right of Indemnitee to Bring Suit. If a claim under paragraph (A) of this Article is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation (except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days), the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, the indemnitee shall also be entitled to be paid the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met the applicable standard of conduct set forth in the Delaware General Corporation Law. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled under this Article or otherwise to be indemnified, or to such advancement of expenses, shall be on the Corporation.

C. Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses conferred in this Article IX shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation or any bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

D. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any indemnitee against any expense, liability or loss, whether or not the Corporation would have

the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

E. Indemnity of Employees and Agents of the Corporation. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation to the fullest extent of the provisions of this Article IX or as otherwise permitted under the Delaware General Corporation Law with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

ARTICLE X

No stockholder of the Corporation shall by reason of his holding shares of any class of its capital stock have any preemptive or preferential right to purchase or subscribe for any shares of any class of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of any class or any other security, now or hereafter to be authorized, whether or not the issuance of any such shares or such notes, debentures, bonds or other securities would adversely affect the dividend, voting or any other rights of such stockholder; and the Board of Directors may issue shares of any class of the Corporation, or any notes, debentures, bonds or other securities convertible into or carrying warrants, rights or options to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing holders of any class of stock of the Corporation.

ARTICLE XI

Cumulative voting for the election of Directors shall not be permitted.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation hereby certifies that the facts herein stated are true, and accordingly has signed this instrument this 28th day of January, 2000.

/s/ Kevin R. Shook
Kevin R. Shook
Incorporator

**UNANIMOUS CONSENT OF BOARD OF DIRECTORS OF
CONNECTSOUTH COMMUNICATIONS OF TENNESSEE, INC.
CONSTITUTING ORGANIZATIONAL MEETING
OF DIRECTORS**

The undersigned, being all of the directors named in the Certificate of Incorporation of ConnectSouth Communications of Tennessee, Inc., a Delaware corporation (the "Corporation"), pursuant to the provisions of Section 108(c) of the General Corporation Law of the State of Delaware, hereby execute this Consent for the purpose of adopting the following resolutions of the Board of Directors of the Corporation to the same extent and to have the same force and effect as a vote of the undersigned at a formal organizational meeting of the Board of Directors of the Corporation, duly called and held for the purpose of acting upon proposals to adopt such resolutions:

RESOLVED, that the following named persons are hereby elected to the offices of the Corporation set forth opposite their respective names, to serve until the next annual election of officers of the Corporation or until the election and qualification of their respective successors, such persons and their respective offices being as follows:

<u>Name</u>	<u>Office</u>
Jeff Mucci	President
Chris Hugman	Vice President, Treasurer and Secretary

RESOLVED, that the Secretary of the Corporation is hereby directed to cause a copy of the Certificate of Incorporation of the Corporation, filed in the office of the Secretary of State of Delaware, to be inserted in the Minute Book of the Corporation.

RESOLVED, that the Bylaws submitted to the undersigned are hereby adopted for and as the Bylaws of the Corporation and the Secretary of the Corporation is hereby directed to cause a copy of the same to be inserted in the Minute Book of the Corporation immediately following the copy of the Certificate of Incorporation.

RESOLVED, that (i) the Minute Book selected by the Secretary is hereby adopted as the Minute Book of the Corporation, and the action of the Secretary inserting therein the copy of the Certificate of Incorporation and the Bylaws is hereby ratified and approved; and (ii) the Secretary is instructed to retain custody of the Minute Book, and to insert therein this Unanimous Consent and the Minutes of all other proceedings of the Directors of the Corporation.

RESOLVED, that the form of Stock Certificate submitted to the undersigned is hereby approved and adopted, and that the Secretary is hereby instructed to insert a specimen thereof in the permanent records of the Corporation.

RESOLVED, that the fiscal year of the Corporation shall commence on January 1 of each year and shall end on December 31 of each year.

WHEREAS, the Corporation wishes to sell and issue 1,000 shares of its common stock, \$0.01 par value per share (the "Common Stock");

WHEREAS, ConnectSouth DSL Holdings, Inc. has offered to pay the Corporation \$10.00 for 1,000 shares of the Corporation's authorized Common Stock, and, in the judgment of the directors, such consideration is fair and reasonable;

RESOLVED, that the Corporation issue and sell 1,000 shares of Common Stock to ConnectSouth DSL Holdings, Inc. for an aggregate purchase price of \$10.00, and, upon receipt of such purchase price, the President or any Vice President and the Secretary or any Assistant Secretary of the Corporation are hereby authorized and directed, in the name and on behalf of the Corporation, to execute, issue and deliver to such purchaser a certificate evidencing such number of shares of fully paid and non-assessable Common Stock.

RESOLVED, that the Corporation establish a bank account or accounts and that all resolutions required in connection therewith are hereby ratified and adopted, and the officers of the Corporation are hereby authorized, empowered and instructed to cause a copy of such resolutions to be certified by the Secretary or any Assistant Secretary of the Corporation and to insert a copy in the Minute Book of the Corporation.

RESOLVED, that from and after the date hereof, the registered office and registered agent of the Corporation may be changed by any officer of the Corporation, in his sole discretion.

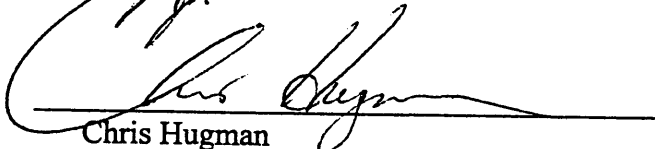
RESOLVED, that all actions taken by the Incorporator on behalf of the Corporation in connection with the organization of or relating to the business of the Corporation prior to the date hereof are hereby ratified, approved and adopted in all respects.

RESOLVED, FURTHER, that the officers of the Corporation are hereby authorized, empowered and directed, for and on behalf and in the name of the Corporation, to do and perform such acts and deeds and to execute and deliver such instruments and documents as may be necessary to carry out and comply with the terms and provisions of these resolutions.

DATED as of February __, 2000.



Jeff Mucci



Chris Hugman

BYLAWS
OF
CONNECTSOUTH COMMUNICATIONS OF TENNESSEE, INC.

ARTICLE I

Offices

Section 1. Registered Office. The registered office of the corporation shall be in the City of Wilmington, County of New Castle, State of Delaware.

Section 2. Other Offices. The corporation may also have offices at such other places, both within and without the State of Delaware, as the Board of Directors may from time to time determine or as the business of the corporation may require.

ARTICLE II

Meetings of Stockholders

Section 1. Place of Meetings. Meetings of stockholders may be held at such time and place, within or without the State of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual Meetings. An annual meeting of stockholders shall be held on such day in each fiscal year of the corporation and at such time and place as may be fixed by the Board of Directors, at which meeting the stockholders shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

Section 3. Notice of Annual Meeting. Written or printed notice of the annual meeting, stating the place, day and hour thereof, shall be given to each stockholder entitled to vote thereat at such address as appears on the books of the corporation, not less than ten days nor more than sixty days before the date of the meeting.

Section 4. Special Meetings. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or the certificate of incorporation, may be called by the President, and shall be called by the President or the Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of stockholders of record owning at least one-tenth (1/10) of all shares issued and outstanding and entitled to vote at such meeting. Such request shall state the purpose or purposes of the proposed meeting.

Section 5. Notice of Special Meetings. Written or printed notice of a special meeting of stockholders, stating the place, day and hour and purpose or purposes thereof, shall be given to

each stockholder entitled to vote thereat at such address as appears on the books of the corporation, not less than ten days nor more than sixty days before the date of the meeting.

Section 6. Business at Special Meetings. Business transacted at all special meetings of stockholders shall be confined to the purpose or purposes stated in the notice thereof.

Section 7. Stockholder List. At least ten days before each meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of voting shares held by each, shall be prepared by the Secretary. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for such ten day period, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any stockholder during the meeting.

Section 8. Quorum. The holders of a majority of the votes attributed to the shares of capital stock issued and outstanding and entitled to vote thereat, represented in person or by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute, the certificate of incorporation or these bylaws. The stockholders present may adjourn the meeting despite the absence of a quorum. When a meeting is adjourned for less than thirty days in any one adjournment and a new record date is not fixed for the adjourned meeting, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. When a meeting is adjourned for thirty days or more, or when after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given as in the case of an original meeting.

Section 9. Majority Vote. When a quorum is present at any meeting, the vote of the holders of a majority of the shares having voting power represented in person or by proxy shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute, the certificate of incorporation or these bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 10. Proxies. (a) Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period.

(b) Without limiting the manner in which a stockholder may authorize another person or persons to act for him as proxy pursuant to subsection (a) of this Section, the following shall constitute a valid means by which a stockholder may grant such authority:

(i) A stockholder may execute a writing authorizing another person or persons to act for him as proxy. Execution may be accomplished by the stockholder or his authorized officer, director, employee or agent signing such writing or causing his or her signature to be affixed to such writing by any reasonable means including, but not limited to, by facsimile signature.

(ii) A stockholder may authorize another person or persons to act for him as proxy by transmitting or authorizing the transmission of a telegram, cablegram, or other means of electronic transmission to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent duly authorized by the person who will be the holder of the proxy to receive such transmission, provided that any such telegram, cablegram or other means of electronic transmission must either set forth or be submitted with information from which it can be determined that the telegram, cablegram or other electronic transmission was authorized by the stockholder. If it is determined that such telegrams, cablegrams or other electronic transmissions are valid, the inspectors or, if there are no inspectors, such other persons making that determination shall specify the information upon which they relied.

(c) Any copy, facsimile telecommunication or other reliable reproduction of the writing or transmission created pursuant to subsection (b) of this Section may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission.

(d) Any copy, facsimile telecommunication or other reliable reproduction of the writing or transmission created pursuant to subsection (b) of this Section may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original writing or transmission could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire original writing or transmission.

Section 11. Voting. Unless otherwise provided by statute or the certificate of incorporation, each stockholder shall have one vote for each share of stock having voting power, registered in his name on the books of the corporation.

Section 12. Consent of Stockholders in Lieu of Meeting. Any action required to be taken at any annual or special meeting of stockholders, or any action which may be taken at any annual or special meeting of stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and such consent or consents are delivered to the corporation. Every written consent shall bear the date of signatures of each stockholder and no written consent shall be effective to take the corporate action referred to therein unless, within

sixty days of the earliest dated consent, written consents signed by a sufficient number of holders to take action are delivered to the corporation. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

Section 13. Inspectors. (a) The corporation shall, in advance of any meeting of stockholders, appoint one or more inspectors to act at the meeting and make a written report thereof. The corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate is able to act at a meeting of stockholders, the chairman of the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability.

(b) The inspectors shall (i) ascertain the number of shares outstanding and the voting power of each, (ii) determine the shares represented at a meeting and the validity of proxies and ballots, (iii) count all votes and ballots, (iv) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors, and (v) certify their determination of the number of shares represented at the meeting, and their count of all votes and ballots. The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of the duties of the inspectors.

(c) The date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at the meeting. No ballot, proxies or votes, nor any revocations thereof or changes thereto, shall be accepted by the inspectors after the closing of the polls unless the Delaware Court of Chancery, upon application by a stockholder, shall determine otherwise.

(d) In determining the validity and counting of proxies and ballots, the inspectors shall be limited to an examination of the proxies, any envelopes submitted with those proxies, any information provided in accordance with Article II, Section 10(b)(ii), ballots and the regular books and records of the corporation, except that the inspectors may consider other reliable information for the limited purpose of reconciling proxies and ballots submitted by or on behalf of banks, brokers, their nominees or similar persons that represent more votes than the holder of a proxy is authorized by the record owner to cast, or more votes than the stockholder holds of record. If the inspectors consider other reliable information for the limited purpose permitted herein, the inspectors at the time they make their certification pursuant to subsection (b)(v) of this Section shall specify the precise information considered by them including the person or persons from whom they obtained the information, when the information was obtained, the means by which the information was obtained and the basis for the inspector's belief that such information is accurate and reliable.

ARTICLE III

Board of Directors

Section 1. Powers. The business and affairs of the corporation shall be managed by a Board of Directors. The Board may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute, by the certificate of incorporation or these bylaws directed or required to be exercised or done by the stockholders.

Section 2. Number of Directors. The number of directors which shall constitute the whole Board shall be fixed from time to time by resolution of the Board of Directors, provided that such number shall not be less than one (1) nor more than five (5).

Section 3. Election and Term. Except as provided in Section 4 of this Article III, directors shall be elected at the annual meeting of the stockholders, and each director shall be elected to serve until the next annual meeting and until his successor shall have been elected and shall qualify, or until his death, resignation or removal from office. Directors need not be stockholders of the corporation.

Section 4. Vacancies and Newly Created Directorships. If the office of any director or directors becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, or the number of directors constituting the whole Board shall be increased, a majority of the remaining or existing directors, though less than a quorum, may choose a successor or successors, or the director or directors to fill the new directorship or directorships, who shall hold office for the unexpired term in respect to which such vacancy occurred or, in the case of a new directorship or directorships, until the next annual meeting of the stockholders.

Section 5. Removal. The stockholders may remove a director either for or without cause at any meeting of stockholders, provided notice of the intention to act upon such matter shall have been given in the notice calling such meeting.

ARTICLE IV

Meetings of the Board

Section 1. First Meeting. The first meeting of each newly elected Board of Directors shall be held at the location of and immediately following the annual meeting of stockholders, and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present; or the Board may meet at such place and time as shall be fixed by the consent in writing of all the directors. All meetings of the Board of Directors may be held at such place, either within or without the State of Delaware, as from time to time shall be determined by the Board of Directors.

Section 2. Regular Meetings. Regular meetings of the Board may be held at such time and place and on such notice, if any, as shall be determined from time to time by the Board.

Section 3. Special Meetings. Special meetings of the Board may be called by the President or the Chairman of the Board on twenty-four hours' notice to each director, delivered either personally or by mail or by telegram or telecopier. Special meetings shall be called by the President or the Secretary in like manner and on like notice on the written request of one director.

Section 4. Quorum and Voting. At all meetings of the Board, a majority of the directors at the time in office shall be necessary and sufficient to constitute a quorum for the transaction of business; and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, the certificate of incorporation or these bylaws. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 5. Telephone Meetings. Directors may attend any meeting of the Board or any committee thereof by conference telephone, radio, television or similar means of communication by means of which all persons participating in the meeting can hear each other, and all members so attending shall be deemed present at the meeting for all purposes including the determination of whether a quorum is present.

Section 6. Action by Written Consent. Any action required or permitted to be taken by the Board or any committee thereof, under the applicable provisions of any statute, the certificate of incorporation, or these bylaws, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board or committee, as the case may be.

ARTICLE V

Committees

Section 1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the whole Board, may designate one or more directors to constitute an Executive Committee, which Committee, to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the business and affairs of the corporation except where action by the Board of Directors is expressly required by statute. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board when required.

Section 2. Other Committees. The Board of Directors may similarly create other committees for such terms and with such powers and duties as the Board deems appropriate.

Section 3. Committee Rules; Quorum. Each committee may adopt rules governing the method of calling and time and place of holding its meetings. Unless otherwise provided by the Board of Directors, a majority of any committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of such committee present at a meeting at which a quorum is present shall be the act of such committee.

ARTICLE VI

Compensation of Directors

The Board of Directors shall have authority to determine, from time to time, the amount of compensation, if any, which shall be paid to its members for their services as directors and as members of committees. The Board shall also have power in its discretion to provide for and to pay to directors rendering services to the corporation not ordinarily rendered by directors as such, special compensation appropriate to the value of such services as determined by the Board from time to time. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VII

Notices

Section 1. Methods of Notice. Whenever any notice is required to be given to any stockholder, director or committee member under the provisions of any statute, the certificate of incorporation or these bylaws, such notice shall be delivered personally or shall be given in writing by mail addressed to such stockholder, director or committee member at such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail with postage thereon prepaid. Notice to directors and committee members may also be given by telegram, which notice shall be deemed to be given at the time it is delivered to the telegraph office, or by telecopy, which notice shall be deemed to be given at the time it is transmitted or in person, which notice shall be deemed to be given when received.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any stockholder, director or committee member under the provisions of any statute, the certificate of incorporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute a waiver of notice thereof except as otherwise provided by statute.

ARTICLE VIII

Officers

Section 1. Executive Officers. The executive officers of the corporation shall consist of at least a President and a Secretary, each of whom shall be elected by the Board of Directors. The Board of Directors may also elect as officers of the corporation a Chairman of the Board, one or more Vice Presidents, one or more of whom may be designated Executive or Senior Vice Presidents and may also have such descriptive titles as the Board shall deem appropriate, and a Treasurer. Any two or more offices may be held by the same person.

Section 2. Election and Qualification. The Board of Directors at its first meeting after each annual meeting of stockholders shall elect the officers of the corporation.

Section 3. Other Officers and Agents. The Board may elect or appoint Assistant Vice Presidents, Assistant Secretaries and Assistant Treasurers, and such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 4. Salaries. The salaries of all officers of the corporation shall be fixed by the Board of Directors except as otherwise directed by the Board.

Section 5. Term, Removal and Vacancies. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer or agent of the corporation may be removed at any time by the affirmative vote of a majority of the Board of Directors, or by the President. Any vacancy occurring in any office of the corporation may be filled by the Board of Directors or otherwise as provided in this Article.

Section 6. Execution of Instruments. The Chairman of the Board and the President (and such other officers as are authorized thereunto by resolution of the Board of Directors) may execute in the name of the corporation bonds, notes, debentures and other evidences of indebtedness, stock certificates, deeds, mortgages, deeds of trust, indentures, contracts, leases, agreements and other instruments, requiring a seal under the seal of the corporation, and may execute such documents where not requiring a seal, except where such documents are required by law to be otherwise signed and executed, and except where the signing and execution thereof shall be exclusively delegated to some other officer or agent of the corporation.

Section 7. Duties of Officers. The duties and powers of the officers of the corporation shall be as provided in these bylaws, or as provided for pursuant to these bylaws, or (except to the extent inconsistent with these bylaws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.

Section 8. Chairman of the Board. The Chairman of the Board shall preside when present at all meetings of the Board of Directors. He shall advise and counsel the other officers of the corporation and shall exercise such powers and perform such duties as shall be assigned to

or required of him from time to time by the Board of Directors. The Chairman of the Board may, if so designated by the Board of Directors, be the Chief Executive Officer of the corporation; in such event he shall have all of the powers granted by the bylaws to the President and from time to time may delegate all, or any, of his powers and duties to the President.

Section 9. President. The President shall preside at all meetings of the stockholders and shall be ex-officio a member of all standing committees, have general powers of oversight, supervision and management of the business and affairs of the corporation, and see that all orders and resolutions of the Board of Directors are carried into effect.

In the event another executive officer has been designated Chief Executive Officer of the corporation by the Board of Directors, then (i) such other executive officer shall have all of the powers granted by the bylaws to the President; and (ii) the President shall, subject to the powers of supervision and control thereby conferred upon the Chief Executive Officer, be the chief operating officer of the corporation and shall have all necessary powers to discharge such responsibility including general supervision of the affairs of the corporation and general and active control of all of its business.

The President shall perform all the duties and have all the powers of the Chairman of the Board in the absence of the Chairman of the Board.

Section 10. Vice Presidents. The Vice Presidents in the order determined by the Board of Directors shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors, the Chairman of the Board and the President may prescribe.

Section 11. Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of the stockholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the committees of the Board of Directors when required. Except as may be otherwise provided in these bylaws, he shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors and the President. He shall keep in safe custody the seal of the corporation, if any, and shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by his signature. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature. In the absence of the Treasurer and all Assistant Treasurers, the Secretary shall perform all the duties and have all the powers of the Treasurer.

Section 12. Assistant Secretaries. The Assistant Secretaries in the order determined by the Board of Directors shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board of Directors, the Chairman of the Board and President may prescribe. Assistant secretaries may be appointed by the president without prior approval of the board of directors.

Section 13. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Board of Directors, the Chairman of the Board and the President, whenever they may require it, an account of all of his transactions as Treasurer and of the financial condition of the corporation.

Section 14. Assistant Treasurers. The Assistant Treasurers in the order determined by the Board of Directors shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board of Directors, the Chairman of the Board and the President may prescribe.

ARTICLE IX

Shares and Stockholders

Section 1. Certificates Representing Shares. Every holder of stock in the corporation shall be entitled to have a certificate, signed by, or in the name of the corporation by, the Chairman or Vice Chairman of the Board of Directors, or the President or a Vice President and the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary of the corporation, certifying the number of shares owned by him in the corporation. The signature of any such officer may be facsimile. In case any officer who has signed or whose facsimile signature has been placed upon such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the date of its issuance. If the corporation shall be authorized to issue more than one class of stock or more than one series of any class, the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate which the corporation shall issue to represent such class or series of stock, provided that, except as otherwise provided in Section 202 of the General Corporation Law of the State of Delaware, in lieu of the foregoing requirements, there may be set forth on the face or back of the certificate which the corporation shall issue to represent such class or series of stock a statement that the corporation will furnish without charge to each stockholder who so requests the designations, preferences and relative, participating, optional or other special rights of each class or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

Section 2. Transfer of Shares. Subject to valid transfer restrictions and to stop-transfer orders directed in good faith by the corporation to any transfer agent to prevent possible violations of federal or state securities laws, rules or regulations, or for any other lawful purpose, upon surrender to the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the

corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

Section 3. Fixing Record Date.

(a) In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than sixty nor less than ten days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the date on which notice is given, or, if notice is waived, at the close of business on the date next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

(b) In order that the corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by this Section, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Delivery made to the corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by statute, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

(c) In order that the corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to receive any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 4. Registered Stockholders. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of any share or shares to receive dividends, and to vote as such owner, and for all other purposes as such owner; and the corporation shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Delaware.

Section 5. Lost Certificates. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

ARTICLE X

Indemnification

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a

manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a director or officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under subsections (a) and (b) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

(e) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Article X. Such expenses incurred by other employees or agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

(f) The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under the Certificate of Incorporation, any agreement or vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

(g) The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article X.

(h) For purposes of this Article X, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article X with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

(i) For purposes of this Article X, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article X.

(j) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article X shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI

General

Section 1. Dividends. Dividends upon the capital stock of the corporation, subject to the provisions of the certificate of incorporation, if any, or of the resolutions, if any, providing for any series of stock, may be declared by the Board of Directors at any meeting thereof, or by the Executive Committee at any meeting thereof. Dividends may be paid in cash, in property or in shares of the capital stock of the corporation, subject to the provisions of the certificate of incorporation or of the resolutions, if any, providing for any series of stock.

Section 2. Reserves. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, deem proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose or purposes as the directors shall think conducive to the interests of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 3. Shares of Other Corporations. The Chairman of the Board, the President and any Vice President is authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or other entity standing in the name of the corporation. The authority herein granted to said officer may be exercised either by said officer in person or by any person authorized so to do by proxy or power of attorney duly executed by said officer. Notwithstanding the above, however, the Board of Directors, in its discretion, may designate by resolution any additional person to vote or represent said shares of other corporations and other entities.

Section 4. Checks. All checks, drafts, bills of exchange or demands for money of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 5. Corporate Records. The corporation shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its stockholders giving the names and addresses of all stockholders and the number and class and series, if any, of shares held by each. All other books and records of the corporation may be kept at such place or places within or without the State of Delaware as the Board of Directors may from time to time determine.

Section 6. Fiscal Year. The fiscal year of the corporation shall be fixed by the Board of Directors; if not so fixed, it shall be the calendar year.

ARTICLE XII

Amendments

These bylaws may be altered, amended or repealed or new bylaws may be adopted at any annual meeting of the stockholders or at any special meeting of the stockholders at which a quorum is present or represented, by the affirmative vote of the holders of a majority of the shares entitled to vote at such meeting and present or represented thereat, or by the affirmative vote of a majority of the whole Board of Directors at any regular meeting of the Board or at any special meeting of the Board, provided notice of the proposed alteration, amendment or repeal or the adoption of new bylaws is set forth in the notice of such meeting.

EXHIBIT C

**Certificate of Authority to Transact Business
in Tennessee**

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 02/29/00

REQUEST NUMBER: 3839-0295

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 02/28/00 1001

EFFECTIVE DATE/TIME: 02/28/00 1001

CONTROL NUMBER: 0385317

TO:
TSIO
PO BOX 120598

NASHVILLE, TN 37212

RE:
CONNECTSOUTH COMMUNICATIONS OF TENNESSEE, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF
AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE
ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE
CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN
NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE
REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE
ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS
OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED
AGENT AND OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION
OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 02/29/00

FROM:
CSC/USC (800 BRAZOS/1 COMMODORE PLZ)
1 COMMODORE PLAZA
800 BRAZOS-STE 330
AUSTIN, TX 78701-0000

	FEES	
RECEIVED:	\$600.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$600.00

RECEIPT NUMBER: 00002629415
ACCOUNT NUMBER: 00262021



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

State of Tennessee



Department of State
Corporations Section
18th Floor, James K. Polk Building
Nashville, TN 37243-0306

APPLICATION FOR
CERTIFICATE OF AUTHORITY
(FOR PROFIT)

For Office Use Only

FILED

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-103 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is ConnectSouth Communications of Tennessee, Inc.

*If different, the name under which the certificate of authority is to be obtained is _____

[NOTES: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign corporation for profit if its name does not comply with the requirements of Section 48-14-101 of the Tennessee Business Corporation Act. *If obtaining a certificate of authority under a different corporate name, an application for registration of an assumed corporate name must be filed pursuant to Section 48-14-101(d) with an additional \$20.00 fee.]

2. The state or country under whose law it is incorporated is Delaware

3. The date of its incorporation is Jan. 28, 2000 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is

9600 Great Hills Trail, Suite 250 East, Austin, Texas 78759
Street City State/Country Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee and the name of its registered agent is

500 Tallan Building, Two Union Square, Chattanooga, Hamilton County, TN 37402
Street City County Zip Code

Corporation Service Company

Registered Agent

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.) See Attached Rider

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

See Attached Rider

8. If the corporation commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) _____

9. The corporation is a corporation for profit.

10. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is

_____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.]

Signature Date

President

Signer's Capacity

ConnectSouth Communications of Tennessee, Inc.

Name of Corporation

Signature

Jeff Mucci

Name (typed or printed)

OFFICERS/DIRECTORS RIDER

<u>Name</u>	<u>Title</u>	<u>Address</u>
Jeff Mucci	President	9600 Great Hills Trail Suite 250 East Austin, Texas 78759
Chris Hugman	Vice President, Treasurer and Secretary	9600 Great Hills Trail Suite 250 East Austin, Texas 78759
Jeff Mucci	Sole Director	9600 Great Hills Trail Suite 250 East Austin, Texas 78759

Office of the Secretary of State

00 FEB 23 AM 10:01

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CONNECTSOUTH COMMUNICATIONS OF TENNESSEE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

3167738 8300

001085070

AUTHENTICATION: 0268560

DATE: 02-21-00

CONFIDENTIAL EXHIBIT D

Financial Qualifications

Financial Qualifications

ConnectSouth has filed one set of Financial Qualifications information under seal and requests treatment by the Authority of the information as highly confidential and proprietary. Disclosure of the information would greatly damage ConnectSouth as the information is trade secret. ConnectSouth further requests that the Financial Qualifications information not be copied, and ConnectSouth is willing to provide additional copies to the Authority upon request.

EXHIBIT E

Corporate Surety Bond

Corporate Surety Bond

ConnectSouth will not or operate equipment facilities in Tennessee with a value of more than five million dollars (\$5,000,000) in the near future. ConnectSouth will comply with this statutory requirement if or when applicable.

EXHIBIT F

Key Staff Resumes

Jeff Mucci

Chief Executive Officer/ President/Director

From the period of December 1997 up until the October 1999 formation of iConnect Corp., Mr. Mucci had served as cofounder, President/COO and Board member of LEC Unwired, LLC. Mr. Mucci was central in the initiation and oversight relative to the deployment of US Unwired's start-up CLEC and internet business plan. As President, Mr. Mucci not only developed LEC Unwired's business plan, but secured \$24 million private debt/equity financing with commitments for an additional \$100 million, negotiated interconnection/collocation agreements with both BellSouth and Southwestern Bell Telephone, and recruited experienced sales, marketing, operations, and engineering management personnel. By the time Mr. Mucci departed LEC Unwired, he had matured the company to a staff in excess of 100 employees, facilities-based local service in three markets, internet access in seven markets and an annualized revenue-run rate in excess of \$ 6.0 million (improving from nearly \$ zero in less than nine months.)

To meet the growing business needs for dedicated internet access at an affordable price point, Mr. Mucci, during the six months prior to the iConnect formation, had evaluated DSL vendors and had begun deployment of DSL equipment in twenty (20) central offices in Louisiana

Immediately prior to his tenure at LEC Unwired, LLC, Mr. Mucci was Vice President of Sales – Eastern Region with Advanced Radio Telecom (“ART”) where he was responsible for developing the carrier market (ILEC, IXC, CLEC, ISP, cable companies and large end users) for broadband wireless networks. Before joining ART, Mr. Mucci was employed by Metropolitan Fiber Systems (MFS) where he held various managerial positions in sales, marketing, and business development including director of the shared-tenant business unit which offered local, long distance, and internet service in fourteen (14) cities nationwide.

Mr. Mucci received a B.S. in Financial Management from Clemson University in 1985.

Christopher E. Hugman

VP /General Manager – TX/OK

Before the October 1999 formation of iConnect, Mr. Hugman was vice president and general manager of Prime Telecom in Washington, DC. Mr. Hugman's duties and responsibilities at Prime Telecom included the development and implementation of that company's plan to deploy CLEC/Internet services in the National Capital area using CATV infrastructure. His area of oversight included all phases of regulatory, engineering, operations, sales and marketing. In the course of formulating the Prime Telecom operational plan, Mr. Hugman developed advanced ATM/IP network architecture as well as an OSS architecture supporting the operation, and conducted vendor evaluation and selection process for the required systems.

Prior to joining Prime Telecom, Mr. Hugman was with Brooks Fiber Properties as General Manager in Oklahoma City as well as Director of Engineering for the south-central region. During his tenure at Brooks, he successfully built the company's Oklahoma City operations into one of the top three producing offices in the forty-city Brooks Network. The Oklahoma City network would serve as a model for new projects and would be comprised of more than 75 employees, 150 miles of fiber and a Lucent 5ess switch. As Director of Engineering, Mr. Hugman established and directed a 20-person staff responsible for the engineering, design, policy, procedure, budgeting and capacity management for the south-central region which would eventually encompass the markets of Oklahoma City, Tulsa, Little Rock, Springfield and Jackson, MS. In both positions, Mr. Hugman was heavily involved with the ILEC on interconnection, operational and regulatory related matters.

Prior to joining Brooks Fiber in 1994, Mr. Hugman held various management and staff positions with both Wiltel and Southwestern Bell in regulatory, local access planning, sales, sales support and network engineering. Mr. Hugman graduated from Southern Methodist University with a BS in Electrical Engineering and a subsequent Masters of Business Administration.

Olin Kropog

VP/General Manager – Gulf States

Mr. Kropog has worked closely with Senior Management up until the inception of iConnect and is currently serving as iConnect's Vice President and General Manager for the Gulf State region which will eventually include Louisiana, Alabama, Mississippi, and portions of Florida and Tennessee. Mr. Kropog is responsible for developing and leading direct and indirect sales channels as well as insuring the timely collocation installation and network construction. Additionally, Mr. Kropog has brought to the company additional expertise in the development and management of internet and web marketing programs along with creating the type of product innovations advantageous to small to medium sized business enterprises.

Prior to joining iConnect, Mr. Kropog served as Director of Sales for Petrocom Communications, an offshore cellular provider seeking to leverage existing switching and fiber facilities into a Gulf Stage regional CLEC/Internet Strategy. In this capacity, Mr. Kropog was responsible for developing the business plan and participated in financing presentations. Immediately preceding his recruitment to Petrocom, Mr. Kropog was SVP Sales and Marketing for American Metrocom, a start-up CLEC/Internet Company based in New Orleans and Branch General Manager for MCI responsible for all Louisiana markets.

Additionally, Mr. Kropog has more than 10 years experience working extensively throughout Bell South's nine state region in various director and management level sales positions within Bell South's Federal, National and Major Accounts divisions. Mr. Kropog is a native of New Orleans with an MBA from Loyola School of Business and a BS in Physical Education and Math from Southern Louisiana University

Dan Cobb

Western Region Vice President of Sales

Over the past six years, Mr. Cobb has held sales and sales management positions in various Texas, Oklahoma and Missouri markets with MCI Worldcom, Brooks Fiber, Wiltel and MCI. Mr. Cobb demonstrated his leadership skills by being the number one sales representative and the number four sales manager in the Brooks Fiber Organization during 1997 and 1998. Immediately prior to joining the iConnect team, Mr. Cobb was a Sales Manager for Worldcom's Telecom group in Ft. Worth where he was responsible for driving monthly sales revenue for the following MCI Worldcom product lines: (a) Competitive Access Services, (b) IXC private line, (c) frame relay, (d) ATM, (e) collocation and (f) internet Services. Mr. Cobb was a regular member of the elite sales recognition programs within each of the above-mentioned companies.

Mr. Cobb holds a BS in Accounting from Oklahoma State University

Mark Harrison

Director – Project Management

Mr. Harrison brings to iConnect a strong project management and operations background. Prior to joining iConnect, Mr. Harrison held the position of Local Operations Manager for MCI Worldcom in Oklahoma City with responsibility for all service operations, maintenance and network implementation on that company's local service network. Mr. Harrison had previously served MCI as its Oklahoma City region's Network Implementation Manager with responsibility for deployment network equipment and fiber optics in customer locations, collocations with the ILEC and CLEC central offices.

Before his tenure at MCI, Mr. Harrison specialized in outside plant construction management for Brooks Fiber Properties and Multimedia Cablevision. While working for Brooks, he supervised the implementation of more than 150 route miles of fiber optic network, the largest newly constructed network within the Brooks organization at that time.

Eric Adler
Regional Engineering

Mr. Adler brings both a broad knowledge of telecommunications engineering and experience in ILEC relations to iConnect. Formerly with Logix Communications, Mr. Adler was responsible for all engineering matters concerning the entire Logix network, including both switched and transport services. As Manager of Switched Engineering for Brooks Fiber in the south-central region, he and his team managed all switch engineering and trunking activity with the corresponding ILEC for five Brooks Fiber networks. Mr. Adler's previous experience includes a broad array of engineering assignments while serving with ACRS, a telecommunications engineering company. Mr. Adler holds a BSEE and an MSEE from the University of Oklahoma.

Steve Dyer
Provisioning Manager

Mr. Dyer offers iConnect the unique experience of having developed provisioning processes for two separate start-up CLECs. For Brooks Fiber, Mr. Dyer handled all provisioning activity in Oklahoma City and developed the necessary procedures and processes to insure smooth and timely service implementations. More recently with Logix Communications, Mr. Dyer served as Manager of Provisioning, again charged with the design of the necessary process flow to support a broad suite of voice and data services. Mr. Dyer has also served in a variety of other capacities within the CLEC environment including Dispatch Technician, Network Technician and Network Planning Engineer.

EXHIBIT G

Rule Compliance Agreement

Rule Compliance Agreement

ConnectSouth Communications of Tennessee, Inc., in applying for authority as provider of Facilities-Based, Local Exchange and Interexchange Telecommunications Services, hereby affirms the following:

Has received, read, and understands the Authority's Facilities-Based, Local Exchange and Interexchange Telecommunications Services Rules and Regulations.

Understands the penalties for non-compliance, and all associated fees to provide such service.

Will comply with the Authority's Facilities-Based, Local Exchange and Interexchange Telecommunications Services Rules and all other applicable Authority Rules and state laws, including T.C.A. Section 65-5-206.

That all information provided in the attached Petition is true to the best of my knowledge.

By: ConnectSouth Communications of Tennessee, Inc.
Company Name

Jal Esquivado
Name:

Director of Regulatory
Title:

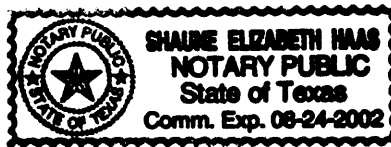
Subscribed and sworn before me

this 7th day of June, 2000.

Shaune Elizabeth Haas
Notary Public

My Commission Expires

on 8-24-2002



Seal

EXHIBIT H

Small and Minority Owned Telecommunications Business Participation Plan

**SMALL AND MINORITY OWNED TELECOMMUNICATIONS
BUSINESS PARTICIPATION OF
CONNECTSOUTH COMMUNICATIONS OF TENNESSEE, INC.**

Pursuant to T.C.A. §65-5-212, as amended, ConnectSouth Communications of Tennessee, Inc. ("ConnectSouth") submits this small and minority-owned Telecommunications business participation plan (the "Plan") along with its Application for a Certificate of Public Convenience and Necessity to provide competing intrastate and local exchange services in Tennessee.

I. PURPOSE

The purpose of §65-5-212 is to provide opportunities for small and minority-owned businesses to provide goods and services to Telecommunications service providers. ConnectSouth is committed to the goals of §65-5-212 and to taking steps to support the participation of small and minority-owned Telecommunications businesses in the Telecommunications industry. ConnectSouth will endeavor to provide opportunities for small and minority-owned Telecommunications businesses to compete for contracts and subcontracts for goods and services. As part of its procurement process, ConnectSouth will make efforts to identify and inform minority-owned and small businesses that are qualified and capable of providing goods and services to ConnectSouth of such opportunities. ConnectSouth's representatives shall contact the Department of Economic and Community Development, the administrator of the small and minority-owned Telecommunications assistance program, to obtain a list of qualified vendors. Moreover, ConnectSouth will seek to increase awareness of such opportunities so that companies not otherwise identified will have sufficient information to participate in the procurement.

II. DEFINITIONS

As defined in § 65-5-212:

Minority Owned Business - Minority Owned Business shall mean a business which is solely-owned, or at least fifty-one percent (51%) of the assets or outstanding stock of which is owned, by an individual who personally manages and controls daily operations of such business, and who is impeded from normal entry into the economic mainstream because of race, religion, sex or national origin and such business has annual gross receipts of less than four million dollars (\$4,000,000).

Small Business - Small Business shall mean a business with annual gross receipts of less than four million dollars (\$4,000,000).

III. ADMINISTRATION

ConnectSouth's Plan will be overseen and administered by the individual named below, hereinafter referred to as the Administrator, who will be responsible for carrying out and promoting ConnectSouth's efforts to provide equal opportunities for small and minority-owned businesses. The Administrator of the Plan will be:

Doug Black
ConnectSouth Communications, Inc.
9600 Great Hills Trail
Suite 250 East
Austin, Texas 78759
Telephone: (512) 681-9030
Facsimile: (512) 681-9010

The Administrator's duties will include:

1. Maintaining an updated Plan in full compliance with §65-5-212 and the rules and orders of the Tennessee Regulatory Authority;
2. Establishing and developing policies and procedures necessary for the successful implementation of the Plan;

3. Preparing and submitting such forms as may be required by the Tennessee Regulatory Authority, including the filing of required annual updates;
4. Serving as the primary liaison to and cooperate with the Tennessee Regulatory Authority, other agencies of the State of Tennessee, and small and minority-owned businesses to locate and use qualified small and minority-owned businesses as defined in §65-5-212;
5. Searching for and developing opportunities to use small and minority-owned businesses and encouraging such businesses to participate in and bid on contracts and subcontracts;
6. Providing records and reports and cooperate in any authorized surveys as required by the Tennessee Regulatory Authority;
7. Establishing a record-keeping system to track qualified small and minority-owned businesses and efforts to use such businesses; and
8. Providing information and educational activities to persons within ConnectSouth and training such persons to seek out, encourage, and promote use of small and minority-owned businesses.

In performing these duties, the Administrator will utilize a number of resources, including Chambers of Commerce, Tennessee Department of Economic and Community Development, United States Department of Commerce, Small Business Administration, Office of Minority Business, National Minority Supplier Development Counsel, National Association of Women Business Owners, the National Association of Minority Contractors, and historically Black colleges, universities, and minority universities.

The efforts to promote and ensure equal opportunities for small and minority-owned businesses are primarily spelled out in the Administrator's duties above. Additional efforts to provide opportunities to small and minority-owned businesses will include offering, where appropriate and feasible, such businesses assistance with technical, insurance, binding, licensing, production, and deadline requirements.

IV. RECORDS AND COMPLIANCE REPORTS

ConnectSouth will maintain records of small and minority-owned business and efforts to use the goods and services of such businesses. In addition, ConnectSouth will maintain records of educational and training activities conducted or attended and of the internal procurement procedures adopted to support this Plan.

ConnectSouth will submit records and reports required by the Tennessee Regulatory Authority concerning the Plan. Moreover, ConnectSouth will cooperate fully with any surveys or studies required by the Tennessee Regulatory Authority. However, ConnectSouth reserves the right to designate documents, reports, surveys and/or studies as "confidential" or "proprietary."

ConnectSouth Communications of Tennessee, Inc.

By:

L. O'Quinn Black
Name

SVP Engineering & Operations
Title

ADOPTED THIS 8th day of June, 2000.

EXHIBIT I

Dialing Parity

Dialing Parity

Initially, ConnectSouth will provide solely DSL service on a wholesale basis to internet service providers and other telecommunications providers. Thus, dialing parity is not an issue for ConnectSouth at this point.

When and if ConnectSouth provides retail voice telecommunications service to end user customers, ConnectSouth will comply with the Authority's requirements regarding dialing parity.

EXHIBIT I

Numbering Issues

Numbering Issues

Initially, ConnectSouth will provide solely DSL service on a wholesale basis to internet service providers and other telecommunications providers. Thus, ConnectSouth has no numbering issues at this point.

When and if ConnectSouth provides retail voice telecommunications service to end user customers, ConnectSouth will comply with the Authority's requirements regarding numbering.

EXHIBIT K

Pre-Filed Testimony

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

APPLICATION OF CONNECTSOUTH §
COMMUNICATIONS OF TENNESSEE, §
INC. FOR A CERTIFICATE TO PROVIDE §
COMPETING TELECOMMUNICATIONS §
SERVICES

PRE-FILED TESTIMONY OF H. DOUGLAS BLACK

I, H. Douglas Black, do hereby testify as follows in support of the application of ConnectSouth Communications of Tennessee, Inc. (hereafter "ConnectSouth") for a Certificate of convenience and necessity as a competing telecommunications services provider to provide telecommunications services throughout the State of Tennessee.

Q: Please state your full name, business address, and position.

A: My name is H. Douglas Black. My business address is 9600 Great Hills Trail, Suite 250 East, Austin, Texas 78759. I am Senior Vice President of Operations and Engineering.

Q: Please briefly describe your duties.

A: I am responsible for engineering, operations and implementation of ConnectSouth's advanced network and provisioning service for ConnectSouth's customers.

Q: Please describe your business experience and educational background.

A: Prior to joining ConnectSouth, I was Senior Vice President of Network Services for RSL USA, where I was responsible for network planning and design, network operations and engineering. As Vice President of operations, I was responsible for the day-to-day

functioning of the company's U.S. voice and data network and round –the-clock Network Operations Center.

Prior to my position at RSL USA, I served as Vice President of engineering and operations for Westinghouse Communications when the company was acquired by RSL USA. I have also held various engineering and technical management positions at MCI and was a charter member of MCI's Technology Leadership Council. The Technology Leadership Council was directly involved with senior management in determining the impact of new technologies on MCI's network and products.

I received a bachelor of science degree in mass communications from Central Missouri University.

Q: Are all statements in ConnectSouth's application true and correct to the best of your knowledge, information and belief?

A: Yes.

Q: Please describe the current corporate structure of ConnectSouth.

A: ConnectSouth is a company organized under the laws of the State of Delaware and is a wholly-owned subsidiary of ConnectSouth DSL Holdings, Inc. A copy of ConnectSouth's corporate structure has been submitted with the application as Exhibit A. Copies of ConnectSouth's Articles of Incorporation and By-Laws were also provided as Exhibit B.

Q: Does ConnectSouth possess the requisite managerial, financial, and technical abilities to provide the services for which it has applied for authority?

A: Yes.

Q: Please describe ConnectSouth's financial qualifications.

A: ConnectSouth will rely on the financial resources of its ultimate parent company, iConnect, LLC, to provide initial capital investment and funding for its Tennessee operations.

Q: Please describe ConnectSouth's managerial and technical qualifications

A: The management of ConnectSouth is well qualified to execute ConnectSouth's business plan, having extensive managerial, financial, and technical experience in the telecommunications industry. Descriptions of the telecommunications and managerial experience of the Applicant's key personnel were attached to the application as Exhibit E.

Q: What services will ConnectSouth offer?

A: Initially, ConnectSouth intends to provide wholesale data transmission services only. ConnectSouth will deploy xDSL technology to provide high-speed, high quality data connections. ConnectSouth plans to install Asynchronous Transfer Mode ("ATM") switched network to carry its data traffic. ConnectSouth will establish a Hub in each metropolitan area in which it provides service. The Hub will be connected to ConnectSouth's collocated facilities in the incumbent local exchange carrier's (LEC's) central offices via DS3 or OC3 interconnects, forming a star configuration. ConnectSouth initially intends to target its marketing efforts to business customers with a need for affordable, high bandwidth, high performance, high speed Internet and Intranet data connections.

Q: Will ConnectSouth offer services to all consumers within its service area?

A: ConnectSouth will offer services to all consumers within its service area; however, there may be technical limitations to the services being offered.

Q: Does ConnectSouth plan to offer local exchange telecommunications services in areas served by any incumbent local exchange telephone company with fewer than 100,000 total access lines?

A: No.

Q: Will granting of a certificate of convenience and necessity to ConnectSouth serve the public interest?

A: Yes. The granting of a certificate of convenience and necessity to ConnectSouth will serve the public interest because it will provide Tennessee consumers with competitive options to meet their telecommunications needs.

Q: Does ConnectSouth intend to comply with all TRA rules, statutes, and orders pertaining to the provision of telecommunications services in Tennessee, including those for disconnection and reconnection of service?

A: Yes.

Q: Has any state ever denied ConnectSouth or one of its affiliates authorization to provide intrastate service?

A: Neither ConnectSouth nor its affiliates have ever been denied authorization to provide intrastate service by any state.

Q: Has any state ever revoked the certification of ConnectSouth or one of its affiliates?

A: Neither ConnectSouth nor its affiliates have ever had a certification revoked by any state.

Q: Has ConnectSouth or one of its affiliates ever been investigated or sanctioned by any regulatory authority for service or billing irregularities?

A: Neither ConnectSouth nor its affiliates have ever been investigated or sanctioned by any regulatory authority for service or billing irregularities.

Q: Who is knowledgeable about ConnectSouth's operations and will serve as ConnectSouth's regulatory and customer service contact?

A: ConnectSouth's contact for regulatory issues is Ms. Pat Escobedo, Director of Regulatory. The Customer Service contact is Mr. William Hardy who may be reached at 1-877-665-7697. Both may be reached at 9600 Great Hills Trail, Suite 250 East, Austin, Texas 78759.

Q: Please explain in detail ConnectSouth's proposed procedures for responding to information requests from TRA and its staff.

A: All inquiries from the TRA and its staff should be sent to Ms. Escobedo at the address stated above or via email at pescobedo@connectsouth.com.

Q: Does this conclude your testimony?

A: Yes, it does.

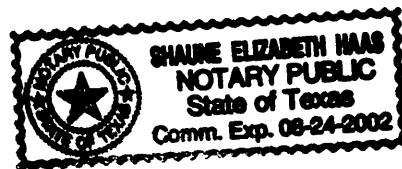
I swear that the foregoing testimony is true and correct to the best of my knowledge.

H. Douglas Black

H. Douglas Black
Senior Vice President of Engineering & Operations
ConnectSouth Communications of Tennessee, Inc.

Sworn and Subscribed to before me this 7th day of June, 2000, to certify which witness my hand.

Shaune Elizabeth Haas
Notary Public in and for the State of Texas




My Commission expires on 8-24-2002.

EXHIBIT L

Notice to ILECs

CERTIFICATE OF SERVICE

I certify that a true and correct copy of this Petition (without Exhibits) has been served on all incumbent local exchange carriers operating in the State of Tennessee by first-class United States mail on this 7th day of June 2000.



Patricia Ana Garcia Escobedo
ConnectSouth Communications, Inc.
9600 Great Hills Trail
Suite 250 East
Austin, Texas 78759
Telephone: (512) 681-9224
Facsimile: (512) 681-9010

VERIFICATION

Verification

State of Texas)
)
County of Travis)

On behalf of ConnectSouth Communications of Tennessee, Inc., Applicant for a Certificate of Public Convenience and Necessity, I, Pat Escobedo, Director of Regulatory, certify and agree that intrastate telecommunications services will be provided in compliance with the Rules and Regulations of the Tennessee Regulatory Authority ("Authority").

I understand that certification as a public utility to provide intrastate telecommunications services is nontransferable and may be revoked by the Authority for violation of Authority Rules and Regulations.

I understand that a certified utility is required to submit annual reports to the Authority recounting activities specified by Authority rules. I further understand that additional reports may be required by the Authority at any time.

I understand that I cannot abandon or discontinue service, or any part thereof, established within the State of Tennessee without prior Authority approval and without having previously made provision, approved by the Authority, for payment of all relevant outstanding liabilities (deposits) to customers within the State of Tennessee.

I further attest that the information provided in this Application and the supporting documents is true and correct to the best of my knowledge and belief.

Pat Escobedo
Name:
Title: Director of Regulatory
ConnectSouth Communications of Tennessee, Inc.

Subscribed and sworn to before me, this 7th day of June, 2000.

Shaune Elizabeth Haas
Notary Public

My Commission expires on 8-24-2002.

